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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER (I) WITHDRAWING DEBTORS'
OBJECTIONS TO PROOF OF CLAIM NUMBER 5980 AND RESPONSES OF PBR
KNOXVILLE LLC TO CLAIMS OBJECTIONS, (II) ALLOWING PROOF OF CLAIM
NUMBER 5980, AND (III) DISALLOWING PROOF OF CLAIM NUMBER 15847
(PBR KNOXVILLE LLC)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC") and Delphi Automotive Systems Tennessee, Inc. ("DAST"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") and PBR Knoxville LLC ("PBR Knoxville") , respectfully submit this Joint Stipulation And Agreed Order (I) Withdrawing Debtors' Objections To Proof Of Claim Number 5980 And Responses Of PBR Knoxville LLC To Claims Objections, (II) Allowing Proof Of Claim Number 5980, And (III) Disallowing Proof Of Claim Number 15847 (PBR Knoxville LLC) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on May 16, 2006, PBR Knoxville filed proof of claim number 5980 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$9,157,458.38 and a secured claim in the amount of \$63,308.80, for a combined total of \$9,225,767.18 ("Claim No. 5980") arising from the sale of goods to DAS LLC.

WHEREAS, on July 19, 2006, PBR Knoxville transferred the unsecured non-priority portion of Claim No. 5980 in the amount of \$9,157,458.38 (the "Transferred Portion") to Merrill Lynch Credit Products, LLC pursuant to a notice of transfer (Docket No. 4611) (the "Claim Transfer").

WHEREAS, on August 4, 2006, Merrill Lynch Credit Products, LLC transferred its portion of Claim No. 5980 to Special Situations Investing Group, Inc. pursuant to a notice of transfer (Docket No. 4862).

WHEREAS, on August 9, 2006, PBR Knoxville filed proof of claim number

15847 against DAST, asserting an unliquidated claim ("Claim No. 15847").

WHEREAS, on October 31, 2006, the Debtors objected to Claim No. 15847 pursuant to the Debtors' (I) Third Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) and Fed.R.Bankr.P. 3007 to Certain (A) Claims with Insufficient Documentation, (B) Claims Unsubstantiated by Debtors' Books and Records, and (C) Claims Subject to Modification and (II) Motion to Estimate Contingent and Unliquidated Claims Pursuant to 11 U.S.C. § 502(c) (the "Third Omnibus Claims Objection").

WHEREAS, on November 22, 2006, PBR Knoxville filed its Response to the Debtors' Second Omnibus Objection (Procedural) Pursuant to 11 U.S.C. § 502(B) and Fed.R.Bankr.P.3007 to Certain (I) Equity Claims, (II) Claims Duplicative of Consolidated Trustee or Agent Claims, and (III) Duplicate and Amended Claims and Debtors' (I) Third Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(B) and Fed.R.Bankr.P.3007 to Certain (A) Claims with Insufficient Documentation, (B) Claims Unsubstantiated by Debtors' Books and Records, and (C) Claims Subject to Modification and (II) Motion to Estimate Contingent and Unliquidated Claims Pursuant to 11 U.S.C. § 502(C) (Docket No. 5740) (the "Third Objection Response").

WHEREAS, on October 27, 2007, the Debtors objected to Claim No. 5980 pursuant to the Debtors' Twenty-Second Omnibus Objection Pursuant To 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Equity Claims, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors' Books and Records, (E) Untimely Claims, and (F) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Claims Subject To Modification That Are Subject To Prior Orders, And Modified Claims Asserting Reclamation That Are Subject To

Prior Orders (Docket No. 10738) (the "Twenty-Second Omnibus Claims Objection").

WHEREAS, on November 20, 2007, PBR Knoxville filed its Response of PBR Knoxville LLC To Debtors' Twenty Second Omnibus Objection Pursuant to 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Equity Claims, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims, And (F) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Claims Subject To Modification That Are Subject to Prior Orders, And Modified Claims Asserting Reclamation That Are Subject To Prior Orders (Docket No. 10989) (the "Twenty-Second Objection Response").

WHEREAS, on November 14, 2008, the Debtors objected to Claim No. 5980 pursuant to the Debtors' Thirty-Second Omnibus Objection Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 Regarding (A) Asserted Amount Claims, (B) Claims Subject to Modification, and (C) Claims to be Expunged (Docket No. 14442) (the "Thirty-Second Omnibus Claims Objection").

WHEREAS, on December 10, 2008, PBR Knoxville filed its Limited Response Of PBR Knoxville LLC To Debtors' Thirty-Second Omnibus Objection Pursuant To 11 U.S.C. 502(b) And Fed. R. Bankr. P. 3007 Regarding (A) Asserted Amount Claims, (B) Claims Subject to Modification, and (C) Claims to be Expunged (Docket No. 14577) (the "Thirty- Second Objection Response," together with the Third Objection Response and the Twenty-Second Objection Response, the "Responses").

WHEREAS, to resolve the Twenty-Second Omnibus Claims Objection and the Thirty-Second Omnibus Claims Objection with respect to Claim No. 5980 and provide for the disallowance and expungement of Claim No. 15847, DAS LLC and PBR Knoxville entered into

this Joint Stipulation and Agreed Order.

WHEREAS, PBR Knoxville represents that it has full capacity, power, and authority to enter into and perform this Joint Stipulation and to withdraw its Responses to the Third Omnibus Claims Objection, the Twenty-Second Omnibus Claims Objection and the Thirty-Second Omnibus Claims Objection with prejudice.

THEREFORE, the Debtors and PBR Knoxville stipulate and agree as follows:

1. The Debtors are hereby deemed to have withdrawn the Twenty-Second Omnibus Claims Objection and the Thirty-Second Omnibus Claims Objection with respect to Claim No. 5980.

2. PBR Knoxville is hereby deemed to have withdrawn its Responses to the Third Omnibus Claims Objection, the Twenty-Second Omnibus Claims Objection, and the Thirty-Second Omnibus Claims Objection with prejudice.

3. Claim No. 5980 shall be allowed in the amount of \$9,225,767.18 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.

4. Claim No. 15487 shall be disallowed and expunged in its entirety.

So Ordered in New York, New York, this 13th day of August, 2009

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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